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NY BAR ONLY*

July 31, 1992

William Enrique Agrate, Esquire
275 Clifton Avenue
Newark, New Jersey 07104-1127

Dear Bill:

I am sorry that you had to call off our 4:00 p.m. meeting today between Hilda Rosario and yourself with Marge Rivera, Aspira Board members and myself. I was not able to start the meeting at 6:00 p.m. as you requested.

I am also sorry that you chose to write to Chubb & Son, Inc., the O & D insurance carrier, alleging a wrongful discharge of Hilda and Aspira Inc. of New Jersey and indicating in your July 30 letter that our cancelled meeting was intended to adjust this claim.

In my judgment, and that of Aspira's Board, there was no wrongful discharge by the Directors' action in declining to renew Hilda's contract after its expiration date. She has been paid in full for the entire term of her employment contract.

I had thought that today's meeting was intended to resolve any bad feelings between the parties and to enable Hilda to reconsider her rejection of gratuitous expressions of goodwill on the part of Aspira's Board. Had I thought that the purpose of our meeting was to adjust a wrongful discharge claim, I would have advised Aspira against meeting and would have suggested to you that you pursue your claim according to law.

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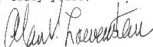
William Enrique Agraite, Esquire
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Should you and Hilda still wish a meeting with Aspira Directors in an attempt to restore goodwill that now has been severely damaged, please call Gary Wingens of my law firm and confirm a 4:00 p.m. meeting date at my office on August 4, 5 or 6, since Marge Rivera will not be available after August 6. As I told you, I will be in Vermont next week.

If you consider it appropriate to pursue a wrongful discharge claim on behalf of Hilda, of course there is no need for a meeting.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alan L. Lawrence".

AVL:cw